

Edinburgh 12th November 2020
These are the Articles of Association
referred to in the Special Resolution
to be considered at the Extraordinary
General Meeting to be held
on 10th December 2020

COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

ASSOCIATION OF INDEPENDENT MUSEUMS

PRELIMINARY

1. In these Articles, unless there is something in the subject or content inconsistent therewith:-

"the **Act**" means the Companies Act 2006 and any amendment or extension thereof.

"the **Articles**" means these Articles of Association or such as are in force from time to time.

"**Auditors**" mean the auditors of the Company.

"the **Board**" means collectively the Board members of the Company elected in terms of the Articles.

"**Chair**" means the Chair of the Company as further described in Article 46.

"**Committee**" means any committee elected and convened in accordance with these Articles as may from time to time be appointed.

"the **Company**" means the Association of Independent Museums.

"**Director**" means the Director of the Company as further described in Article 46.

"**General Meeting**" means any meeting of Members as called by the Board or as required by these Articles or by law.

"**Honorary Member**" means those Members who are deemed to be Honorary Members in accordance with Article 9.

"**Member**" has the meaning given in section 112 of the Companies Act 2006.

"the **Office**" means the Registered Office for the time being of the Company.

"**Officer**" mean collectively the Chair, Vice-Chairs, Secretary and Director

Charles Brier
Director
Association of
Independent Museums

"President" means the president of the Company as further described in Article 42.

"Secretary" means the Secretary of the Company as further described in Article 46.

"Sub-committee" means any sub-committee elected and convened in accordance with these Articles as may from time to time be appointed

"the United Kingdom" means Great Britain and Northern Ireland.

"Vice-Chair" means the various Vice-Chairs of the Company as further described in Article 46.

"Vice-President" means each of the vice-presidents of the Company as further described in Article 4.

Expressions referring to writing shall, unless otherwise stated be construed as including reference to printing, lithography, photography and other means of representing or reproducing words in visible form.

Words importing the singular number include the plural and vice versa. Words importing the masculine shall include the feminine and vice versa. Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification hereof in force at the date at which these Articles become binding on the Company except that the word "Board" shall be substituted for "Directors" as that word appears in the Act.

Liability of Members

2. The liability of each Member is limited to £1.00, being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound up while they are a Member or within one year after they cease to be a Member for :-
 - a. payment of the Company's debts and liabilities contracted before they ceased to be a Member;
 - b. payment of the costs, charges and expenses of the winding-up; and
 - c. adjustment of the rights of the contributors amongst themselves.

Objects of the Company

3. The objects for which the Company is established are the advancement of the educational and cultural facilities for the public benefit throughout the United Kingdom, the Republic of Ireland, the Channel Islands and the Isle of Man provided by independent museums, galleries and heritage organisations. In respect of this the Company defines independence as taking responsibility for your own decisions, being accountable for them, and for not being subject to another's authority, nor dependent on another for your existence.
4. In furtherance of the above objects but not further or otherwise the Company shall achieve these objects through advocacy, representing Members' best interests, sharing and promoting best practice, innovation and acumen, creating networks and connections, raising and distributing grants, developing policy, supporting skills and workforce development, promotion, and by providing support and advice for all museums and heritage organisations.

Application of Income and Property

5. The income and property of the Company shall be applied solely towards the promotion of the objects of the Company as set out in Article 3.
6. No portion of the income or property of the Company shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to the Members of the Company.
7. A Board member may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Company where that is permitted in accordance with, and subject to the conditions in, Sections 185 and 186 of the Charities Act 2011.
8. No Board member shall be appointed to any salaried office of the Company.
9. A Board member shall be entitled to:
 - 9.1. repayment of out of pocket expenses;
 - 9.2. the payment, in good faith, of reasonable and proper remuneration in return for the supply of services and/or provision of services actually rendered to the Company in accordance with the terms of Article 7;
 - 9.3. the payment of interest at a rate not exceeding five *per centum* above the base rate of the Bank of England from time to time *per annum* on money lent by any Member of the Company to the Company; and

9.4. the payment of reasonable and proper rent for premises demised or let by any Member of the Company to the Company.

Members

10. Membership of the Company shall be open to any person or body of persons, whether corporate or not corporate, who or which supports the objects of the Company.
11. No persons shall be elected as Members of the Company without the prior approval of the Board and the Board shall have absolute discretion, without giving any reason, to elect or refuse to elect any proposed member. Where any person desires to be admitted to membership of the Company they must first complete an application for membership framed in such terms as the Board may determine from time to time.
12. The Board shall keep a register of names and addresses of the Members.
13. Membership of the Company is not transferable.
14. The Board may in its absolute discretion elect persons to be Honorary Members of the Company upon such conditions as the Board shall decide from time to time and subject to the right of the Board to terminate the status of an Honorary Member without giving any reason. An Honorary Member may resign by giving such notice to the Board as it may require at any time. Honorary Members shall not be liable to pay any subscription but shall subscribe to the Company and shall otherwise have the same rights and liabilities of the Members under the Act and these Articles.

Subscriptions

15. Members shall be required to pay such annual subscription and on such terms as may be decided from time to time by the Board. In the event of an annual subscription due from any Member not being paid within three months of it becoming due the membership of such Member shall be liable to be cancelled by the Board. The time or times of payment of subscriptions and the manner and other details of payment shall be decided by the Board.

Termination of membership

16. The Board shall be entitled at any time, should it in its reasonable discretion deem it desirable, to remove from membership, any Member of the Company by reason of any of the following causes:-
 - 16.1. if any non corporate Member becomes bankrupt or makes arrangement or composition with his creditors or otherwise becomes publicly insolvent; or

- 16.2. if any corporate Member enters liquidation or has a receiver appointed to it; or
- 16.3. if any Member neglects or refuses forthwith to comply with any Article after either written notice is sent by registered post or electronic notice is sent by the Secretary of the Company on the instructions of the Board, directing attention to such neglect or refusal; or
- 16.4. if a Member ceases in the reasonable opinion of the Board to be eligible for membership of the Company; or
- 16.5. if a Member acts in a way which in the reasonable opinion of the Board is detrimental to the objects of the Company or which brings the Company into disrepute.
17. Without prejudice to the terms of Article 16, the Board shall be entitled to terminate the membership of any Member. If the Board decide to act in accordance with this Article they shall forthwith send a written copy of the resolution to the member named therein and shall enter the particulars of the termination of membership in the register of Members.
18. Members ceasing to be Members shall not be entitled to a return of any money paid by them to the Company by way of subscription.

General Meetings

19. The Company shall hold its Annual General Meeting in every calendar year at a time and place and in a manner determined by the Board.
20. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.
21. The Board may, whenever it thinks fit convene a General Meeting and General Meetings shall also be convened upon the requisition of the Members of the Company in accordance with Section 303 of the Act. A General Meeting may, at the absolute discretion of the Board, be convened as a virtual meeting.
22. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one (21) days notice at least and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen (14) days notice at the least. Either notice shall specify the place and day and the hour of the meeting and in the case of special business the general nature of the business.

23. The Company, at its sole discretion, may deliver a notice of an Annual General Meeting or of a meeting for the passing of a special resolution:

23.1. by delivering it personally to the Member; or

23.2. by sending it by post or other paid delivery service in a prepaid envelope to an address recorded for Members in the register of Members; or

23.3. by delivering it by hand to the address for the Members in the register of Members; or

23.4. by posting it on the Company's website and notifying the Members, of such posting; or

23.5. by electronic mail to the Member's electronic address.

24. A Member who does not register an email address with the Company or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice of an Annual General Meeting or of a meeting for the passing of a special resolution from the Company.

25. A Member present in person or virtually at any meeting of the Company shall be deemed to have received notice of an Annual General Meeting or of a meeting for the passing of a special resolution the meeting and of the purposes for which it was called and

25.1. proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that notice was given.

25.2. a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that notice was given.

26. A notice shall be deemed to be delivered:

26.1. if by post or other delivery service, forty eight (48) hours after the envelope containing it was posted;

26.2. if by electronic mail, forty eight (48) hours after it was sent;

26.3. if via the Company's website, when the material was first made available on the website, or if later, when the recipient received, or is deemed to have received, notice of the fact the material was available on the website; or

26.4. if by hand, it is treated as being delivered at the time it is handed to, or left for the Member.

For the purposes of this Article, no account shall be taken of any part of a day that is not a working day.

27. The accidental omission to give notice of a meeting, or the non-receipt of notice of a meeting by any person entitled to receive notice, shall not invalidate the proceedings of the meeting.

Proceedings at General Meetings

28. All business shall be deemed special that is transacted at a General Meeting and also that is transacted at an Annual General Meeting with the exception of the consideration and adoption of the Accounts and Balance Sheet of the Company, consideration of the reports of the Board and Auditor, the election of the Board and the appointment and remuneration of the Auditor.
29. No business shall be transacted at any General Meeting unless a quorum of members is present, either personally or virtually, at the time when the meeting proceeds to business; save as herein otherwise provided thirty (30) Members present in person or virtually shall be a quorum.
30. If within half an hour from the time appointed for the meeting a quorum is not present, either personally or virtually, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Board may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
31. The Chair of the Board or failing them, the Vice Chair, shall preside as Chair at every General Meeting of the Company. If at any meeting neither of these be present with fifteen (15) minutes after the time appointed for holding the meeting, the Members present shall choose one of their members to be Chair of the meeting.
32. The Chair may, with the consent of the meeting, at which a quorum is present, either personally or virtually, (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or less, notice of the adjourned meeting shall not be necessary to give any notice of an adjournment or of the business to be transacted at the adjourned meeting.
33. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded:

33.1. by the Chair, or

33.2. by at least ten (10) members present in person or virtually.

Unless a poll be so demanded a declaration of the Chair that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the minutes of the proceedings shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour or against such resolution.

34. Except as provided in Article 33, if a poll is duly demanded it shall be taken in such manner as the Chair directs and the results of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

35. In the case of equality of votes whether on a show of hands or on a poll, the Chair, at the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

36. A poll demanded on the election of a Chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chair of the meeting directs and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

Resolution in Writing

37. Subject to the provisions of the Act a resolution in writing by all the Members for the time being entitled to receive notices of and to attend and vote at general meetings, or being incorporated or statutory bodies by their duly authorised representatives, shall be as valid and effective as if the same had been passed as an ordinary resolution at a general meeting of the Company duly convened and held, and may consist of several documents in the like form, each signed by one or more members.

Vote of Members

38. Each Member shall be entitled to one vote.

39. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objections made in due time shall be referred to the Chair of the meeting, whose decision shall be final and conclusive.

40. On a poll votes may only be given personally or where the context so admits virtually.
41. The President and Vice-Presidents of the Company shall be entitled to receive notice of, attend and speak at General Meetings but shall not be entitled to vote at such meetings.

The President and Vice-President

42. The Board may elect a President and such number of Vice-Presidents as is deemed appropriate of the Company from nominations submitted to the Board. Should any vacancy occur in the office of President and/or any of the Vice-Presidents the Board may call an emergency meeting of the Board for the purpose of filling such vacancy.
43. The term of office of each President and Vice-President shall be three years from the date of the resolution of the Board. A President and any of the Vice-Presidents shall be eligible for re-election.
44. The office of each President and Vice-President shall be vacated if the President or Vice-President, as the case may be, does or suffers any of the acts listed in paragraphs 1 to 7 inclusive of Article 67.

The Board

45. The number of members of the Board shall be not less than five (5) and unless otherwise determined by the Board not more than fifteen (15).
46. The Officers of the Board shall be;
 - 46.1. a Chair who shall be elected by the Board from one of its members. The Chair is the principal elected officer and the representative of the Company and shall preside over meetings of the Board and General Meetings. The Chair shall generally be responsible for guiding the Board as to the overall strategic direction of the Company in pursuit of its aims and objects;
 - 46.2. Vice-Chairs shall be elected at an Annual general Meeting on the recommendation of the Board, The Vice-Chairs will be senior representatives of the Company and generally support and assist the Chair and deputise for the Chair;
 - 46.3. a Secretary who will be generally responsible for the maintenance of the register of Members and the non-financial books and records of the Company;

- 46.4. a Director who shall be an employee of the Company and who shall not be a Member and who shall not be eligible to vote at any Board meeting or at any General Meeting. The Director shall be responsible for recommending the strategy to deliver the Company's objectives, leading the staff and managing the Company in furtherance of the Company's objectives. The Director shall be selected by the Board or a designated Committee.

Borrowing Powers

47. The Board may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for debt, liability or obligation of the Company or any third party.

Powers and Duties of the Board

48. The Board shall act in furtherance of the Company's objectives as set out in Article 3 and may exercise all the powers of the Company subject to the terms of the Act and these Articles.
49. No alteration of these Articles shall have retrospective effect to invalidate any prior act of the Board or Officers.
50. Any Board meeting at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Board.
51. The Board shall determine the strategic direction of the Company, in accordance with the Company's objectives, and may delegate the exercise of its powers in furtherance of the Company's objectives in accordance with Article 43 to the Director or any employee of the Company from time to time as the Board sees fit.

Election of Members of the Board

52. Any person elected as a member of Board shall serve a three year term from the Annual General Meeting next following the date of their actual appointment.
53. The appointment of a person to be a member of Board is personal and is not capable of transfer.
54. Each member of Board shall retire at the Annual General Meeting at which his three year term of office expires.
55. A retiring member of the Board shall be eligible for re-election subject to that Board member serving a maximum of no more than three terms of office.

56. The Board shall have power at any time to appoint any eligible person to be a Board member, either to fill a casual vacancy or as an addition to the existing members but so that the total number of Board members shall not at any time exceed the maximum number fixed in accordance with these Articles.

Proceedings of the Board

57. The members of Board may regulate their proceedings as they think fit, subject to the provisions of these Articles; and

57.1. any three (3) Board members may call a meeting of the Board and the Board shall normally meet five times a year.

57.2. the Secretary must call a meeting of the Board if requested to do so by two Board members and may call a meeting by notice at any time.

57.3. questions arising at a meeting shall be decided by a majority of votes.

57.4. votes may be given either personally or by proxy.

57.5. the instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing.

57.6. no person shall be appointed a proxy who is not a Board member.

57.7. the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power shall be deposited with the Secreatry not less than forty eight (48) hours before the time for holding the meeting at which the person named in the instrument proposed to vote and in default the instrument of the proxy shall not be treated as valid.

57.8. in the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

57.9. the Board need not meet in person but may meet by electronic means and the minutes of such meetings shall disclose that the meeting did occur without all present being in the same room.

58. At all meetings of the Board the quorum shall be five (5) Board members. No decision may be made by the Board unless a quorum is present at the time the decision is purported to be made.

59. The Director is entitled to attend all meetings of Board, but shall not be counted in the quorum present.

60. If the number of Board members is less than the number fixed as the quorum, the continuing Board members may act only for the purposes of filling vacancies or of calling a General Meeting.
61. The Chair shall chair the meetings of the Board provided that:
- 61.1. If the Chair is not present at a meeting, the Vice-Chair shall chair the meeting and if neither the Chair nor the Vice-Chair is present at a meeting, the Board members in attendance shall appoint one of their number to chair such meeting.
- 61.2. The person appointed to chair meetings of the Board members shall have no functions or powers except those conferred by these Articles or delegated to such a person by the Board.
62. The Board shall have full power to appoint Committees and may delegate to such Committees all such duties, powers and privileges as it may think fit, save as otherwise provided in these Articles. The Committees shall have power to appoint Sub-committees to whom they may delegate such of their business as they think fit and subject to the over-riding authority of the Board.
63. The members of Committees and Sub-committees need not necessarily be members of the Board or of the Committee appointing such Sub-committee, provided always that no resolution of a meeting of a Committee or Sub-committee shall be binding on the Board until ratified by them at a subsequent meeting. The number of members of any Committee or Sub-committee which shall constitute a quorum shall be decided by such Committee or Sub-committee. The Chair of such Committee or Sub-committee may be appointed by the Board or failing such appointment, elected by the relevant Committee or Sub-committee.
64. All acts *bona fide* done by the Committee or Sub-committee, or by any person or persons acting as a member or members thereof respectively, notwithstanding that it may thereafter be discovered that there was a defect in the appointment of the Board or Committee or Sub-committee, or any person or persons acting as aforesaid, or that they or any of them were disqualified or had ceased to be members of the Board, shall be as valid as if every such person had been duly appointed and was at the time qualified to be a member of the Board or Committee or Sub-committee.
65. A resolution in writing, signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. For the purposes of this Article and a scanned electronic signature shall be sufficient to denote approval of the resolution in writing.

Minutes

66. Correct Minutes of the proceedings of the Company and of the Board and of the Committees and/or Sub-committees of the Board shall be taken and shall be kept at the Office by such person as the Board may from time to time appoint and shall be in the form as the Board may direct.

Disqualification and removal of Officers and Board members

67. An Officer or Board member shall cease to hold office of such officer or Board member:
- 67.1. ceases to be an Officer or Board member by virtue of any provision of the Act or is removed from office by a resolution duly passed and pursuant to the Act;
 - 67.2. ceases to be an Officer or Board member by virtue of any provision of the Directors Disqualification Act 1986 (as amended) or is prohibited by law from being a director;
 - 67.3. is disqualified from acting as a Board member by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision or equivalent legislation in relation to Scotland and/or Northern Ireland)
 - 67.4. becomes incapable by reason of death, mental disorder, illness or injury of managing and administering such Officer's or Board member's own affairs;
 - 67.5. resigns as a Officer or Board member by notice to the Company (but only if at least three (3) Board members will remain in office when the notice of resignation is to take effect);
 - 67.6. is absent without permission of the Board from all their meetings held within a period of six (6) consecutive months and the Board resolve that such Officer or Board member's office shall be vacated;
 - 67.7. is removed from office by resolution of the Board that it is in the best interests of the Company that such Officer or Board member's office shall be vacated, passed at a meeting at which at least half of the Board members are present. Such a resolution must not be passed unless:-
 - 67.7.1. such Officer or Board member has been given at least fourteen (14) clear days notice writing of the meeting of the Board at which the resolution will be proposed and the reason why it will be proposed; and

67.7.2. such Officer or Board member has been given reasonable opportunity to make representations to the meeting either in person or in writing. The Board must consider any and all representations made by the Officer or Board member or by their representatives and inform such Officer or Board member of their decisions following such consideration. There shall be no right of appeal from the decision of the Board to terminate the office of Officer or Board member.

68. If an Officer or Board member ceases to hold office in accordance with Article 66 , or there is a vacancy on the Board which results in the composition of the Board not meeting the requirements of Article 45, the Board may appoint any person to fill a vacancy and to carry out such Officer's or Board member's duties.

Interests of Board Members

69. A Board member must declare the nature and extent of any interest, direct or indirect, in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has been previously declared. A Board member must absent themselves from any discussions of the Board in which it is possible that a conflict will arise between such Board member's duty to act solely in the interests of the Company and any personal interest (included but not limited to any personal financial interest).

Accounts and Audit

70. The Board shall cause proper books of account to be kept with respect to:

- 70.1. all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
- 70.2. all sales and purchases of goods by the Company;
- 70.3. the property, assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

71. The books of account shall be kept at the Office, or subject to section 388 of the Act, at such other place or places as the Board thinks fit and shall always be open to the inspection of members.

72. Committees of the Board shall have the right to fund their own activities under powers and terms of reference that shall be determined from time to time by the Board. Proper records of all sums of money received and expended under the terms of reference of the Board must be kept and shall always be open to the

inspection of the Board. Such accounts must be kept in a manner that allows transactions to be recorded and incorporated into the financial statements of the Company as a whole.

73. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the books of account of the Company or any of them shall be open to the inspection of Members.
74. The Board shall from time to time in accordance with the Act, cause to be prepared and to be laid before the Company in General Meeting such income and expenditure accounts, balance sheets and reports as are statutorily required.
75. A copy of every balance sheet, including every document required by law to be annexed thereto, which is to be laid before the Company in general meeting, together with a copy of the Auditor's report, shall not less than seven (7) days before the date of the meeting be sent to the Auditor and to every Member of the Company.
76. An Auditor or Auditors shall be appointed and his or their duties shall be as regulated in accordance with the Act.

Communications

77. Subject to the terms of these Articles, the Company may deliver a notice or other document to a Member, Officer or Board member:
 - 77.1. by delivering it personally to the Member, Officer or Board member;
 - 77.2. by sending it by post or other paid delivery service in a prepaid envelope to an address recorded for Members, Officers and Board members in the register of Members, Officers and Board members;
 - 77.3. by delivering it by hand to the address for the Members, Officers and Board members in the register of Members, Officers and Board members;
 - 77.4. by posting it on the Company's website and notifying the Members, officers and Board members of such posting; or
 - 77.5. by electronic mail to the Member's, Officer's or Board member's address.
78. A Member, Officer or Board member who does not register an email address with the Company or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Company.

79. A Member, Officer or Board member present in person or virtually at any meeting of the Company shall be deemed to have received notice of the meeting and of the purposes for which it was called and

79.1. proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that notice was given.

79.2. a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that notice was given.

80. A notice shall be deemed to be delivered:

80.1. if by post or other delivery service, forty eight (48) hours after the envelope containing it was posted;

80.2. if by electronic mail, forty eight (48) hours after it was sent;

80.3. if via the Company's website, when the material was first made available on the website, or if later, when the recipient received, or is deemed to have received, notice of the fact the material was available on the website; or

80.4. if by hand, it is treated as being delivered at the time it is handed to, or left for the Member, Officer or Board member.

For the purposes of this Article, no account shall be taken of any part of a day that is not a working day.

The Seal

81. The Company shall not have a seal.

Winding Up

82. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property or assets whatsoever the same shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company as set out in Article 3 and which also prohibits the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Company under or by virtue of Articles 5 to 9.

83. If and so far as it cannot be given to an institution or institutions as set out in Article 82, any property remaining shall following the Company's winding up or dissolution

be given or transferred to a charitable organisation or organisation with charitable objects.

84. In no circumstances shall the net assets of the Company be paid or distributed among the members of the Company, except to a member that is itself a charity.

Standing Orders

85. The Board shall have power to adopt and issue standing orders and/or rules for the use of the premises controlled by the Company. Such standing orders and rules shall come into operation immediately, provided always that they shall be subject to review and shall not be inconsistent with the provisions of these Articles.

Indemnity

86. Subject to the provisions of the Act, every Officer, Board member or employee of the Company shall be entitled to be indemnified by the Company against all costs, losses and expenses which they may incur or become liable for in the execution or discharge of any office held by them in the Company.